

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. No. 94, 95, 140, & 141

CERTIFICATION OF COUNSEL

I, Kimberly A. Brown, proposed counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby certify as follows to the best of my knowledge, information and belief:

1. On November 22, 2022, the Debtors filed the *Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors, in Their Sole Discretion, to Provide Indemnification and Exculpation to Certain Individuals, (B) Authorizing Certain Actions Pursuant to Section 363 of the Bankruptcy Code, and (C) Granting Certain Related Relief* [D.I. 94] (the “Indemnification and Exculpation Motion”) under seal.

2. Contemporaneously therewith, the Debtors filed the *Motion of Debtors for Entry of an Order (A) Authorizing the Debtors to File the Indemnification and Exculpation Motion Under Seal and (B) Granting Related Relief* [D.I. 95] (the “Motion to Seal”).

3. On November 22, 2022, the Court entered the *Interim Order (A) Authorizing the Debtors, in Their Sole Discretion, to Provide Indemnification and Exculpation to Certain Individuals, (B) Authorizing Certain Actions Pursuant to Section 363 of the Bankruptcy Code,*

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

and (C) Granting Certain Related Relief [D.I. 140] (the “Interim Indemnification and Exculpation Order”) under seal.

4. On November 22, 2022, the Court entered the *Interim Order (A) Authorizing Debtors to File the Indemnification and Exculpation Motion Under Seal and (B) Granting Related Relief* [D.I. 141] (the “Interim Seal Order”).

5. At the hearing held by the Court on December 16, 2022 (the “Hearing”), proposed counsel to the Debtors informed the Court that the Debtors have agreed to unseal the Indemnification and Exculpation Motion and the Interim Indemnification and Exculpation Order and are not seeking entry of a final order on the Motion to Seal. Upon this information, and hearing no response otherwise, the Court advised that it will enter an order to unseal the Indemnification and Exculpation Motion and the Interim Indemnification and Exculpation Order.

6. The Debtors thus present to the Court the proposed form of order to unseal the Indemnification and Exculpation Motion and the Interim Indemnification and Exculpation Order (the “Proposed Order”), a copy of which is attached hereto as **Exhibit A**. Proposed counsel to the Debtors provided the Proposed Order to Counsel to the Office of the United States Trustee and Ms. Margaret Newell, Counsel to the United States Department of Justice, both of whom have advised the Debtors that they do not object to entry of the Proposed Order. In accordance with the Court’s electronic order processing procedures, a copy of the Proposed Order shall be uploaded to CM/ECF.

7. Accordingly, consistent with the record at the Hearing, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: December 23, 2022
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Kimberly A. Brown _____

Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
E-mail: landis@lrclaw.com
brown@lrclaw.com
pierce@lrclaw.com

-and-

SULLIVAN & CROMWELL LLP

Andrew G. Dietderich (admitted *pro hac vice*)
James L. Bromley (admitted *pro hac vice*)
Brian D. Glueckstein (admitted *pro hac vice*)
Alexa J. Kranzley (admitted *pro hac vice*)
125 Broad Street
New York, NY 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
E-mail: dietdericha@sullcrom.com
bromleyj@sullcrom.com
gluecksteinb@sullcrom.com
kranzleya@sullcrom.com

*Proposed Counsel for the Debtors
and Debtors-in-Possession*